

To the Comisión Nacional del Mercado de Valores

Pursuant to current securities market legislation, Bankinter, S.A. hereby announces:

Additional price sensitive information

The Board of Directors of BANKINTER, S.A. has voted to call a **general meeting of shareholders**. It shall be held in Madrid at the Mutua Madrileña building, located at Paseo de la Castellana 33 (**entrance at Paseo Eduardo Dato, 20, Madrid 28046**), on **19 March 2020, at 13.00** on first call. If the required quorum is not met, it shall be held on second call on 20 March 2020 at the same place and time.

Attached hereto are the full texts of:

- the announcement of the Annual General Meeting of Bankinter.
- the proposed resolutions.

The directors' reports required for certain items on the meeting agenda and other documents relating to the general meeting can be found on the company's corporate website, www.bankinter.com/webcorporativa.

Madrid, 18 February 2020

bankinter.

2020 ANNUAL GENERAL MEETING

At its meeting held on 18 February 2020, the board of directors of BANKINTER, S.A. called the **Annual General Meeting**, to be held in Madrid, at Edificio Mutua Madrileña, Paseo de la Castellana, 33 (**entrance on Paseo Eduardo Dato, 20, Madrid 28046**), at **first call on 19 March 2020, at 13:00**, and at second call on 20 March 2020, at the same venue and time if the quorum is not met, to deliberate upon the matters in the following:

AGENDA:

- 1st. Review and approval of the separate financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and the notes to the financial statements) and management report of Bankinter, S.A., and the consolidated financial statements and management report of the consolidated group for the financial year ended 31 December 2019.
- 2nd. Review and approval of the non-financial statement in accordance with Law 11/2018, of 28 December.
- 3rd. Review and approval of the board of directors' management and performance during the financial year ended 31 December 2019.
- 4th. Review and approval of the proposed distribution of earnings and dividends for the financial year ended 31 December 2019.
- 5th. Re-election of the auditor of the company and the consolidated group for 2020.
- 6th. Appointment and establishment of the number of directors:
 - 6.1 Appointment of Fernando José Francés Pons independent external director.
 - 6.2 Establishment of the number of directors.
- 7th. Approval of the distribution in kind to shareholders of the entire share premium by delivering shares of Línea Directa Aseguradora (LDA), subject to pertinent regulatory authorisations.

8th. Approval of a restricted capitalisation reserve pursuant to article 25.1.b) of Law 27/2014 of 27 November on corporate income tax.

9th. Authorisation of the board of directors, with express authority to delegate such power to the executive committee, for the derivative acquisition of treasury shares by the Company and/or its subsidiaries, under the terms and conditions established in applicable legislation, with express power to dispose of or redeem such shares through a reduction in the amount of share capital, cancelling the power delegated by the shareholders at previous general meetings to the extent of the unused amount.

10°. Resolutions on remuneration.

10.1 Approval of the amendment to the director remuneration policy.

10.2 Approval of the delivery of shares to the executive directors for their executive duties, and to senior management as part of the annual variable remuneration accrued in 2019.

10.3 Approval of the maximum level of variable remuneration for certain staff whose professional activities have a material impact on the Company's risk profile.

11th. Delegation of powers to the board of directors, including the power of substitution, to formalise, interpret, correct and execute the resolutions carried by this general meeting.

Item submitted to a consultative vote:

12th. Annual report on the remuneration of directors pursuant to article 541 of the Spanish Companies Act.

ADDENDUM TO THE ANNOUNCEMENT AND PRESENTATION OF MOTIONS:

Shareholders representing at least 3% of share capital may request that an addendum to the general meeting announcement be published including one or more items on the agenda and submit justified motions in respect of items that have already been, or should be, including on the meeting agenda, in the manner provided for, and within the period stipulated, by law. This right shall be exercised by due notification which must be received at the registered office within five days from the publication of meeting announcement.

RIGHT TO ATTEND, PROXY AND REMOTE VOTING:

Holders of **six hundred** or more shares shall be entitled to attend general meetings provided that such shares were recorded in their own name in the corresponding share ledger at least five days ahead of the meeting date, as provided for in the Corporate Bylaws. Shareholders who own fewer shares may pool their shares to reach that minimum number, as provided for in the Bylaws and the Rules and Regulations of General Meetings of Shareholders.

Shareholders may be **represented** at general meetings by giving their proxy to another person. Shareholders **may also vote remotely**. The terms and conditions of the preceding rights are set out in the Rules and Regulations of the Annual General Meeting, the **procedure for the exercise of the rights of information, attendance, proxy and remote voting by shareholders at the 2020 Annual General Meeting of Bankinter, S.A.** and remote voting by shareholders at the 2020 Annual General Meeting of Bankinter, S.A., www.bankinter.com/webcorporativa. En particular, podrán ejercerse a través de cualquiera de los medios siguientes:

- By regular post to the registered office of Bankinter, S.A. (Paseo de la Castellana, 29, 28046 Madrid), including the duly completed attendance/proxy/remote voting card.
- Delivery of the attendance/proxy/remote voting card to any Bankinter, S.A. branch or centre.
- Via the Internet, at www.bankinter.com/webcorporativa. Customers (only natural persons) must use their Bankinter passwords and coordinates card. Non-customers must use their shareholder number and the alphanumeric code shown on the attendance/proxy/remote voting card sent to them by the Company.
- Via mobile telephone. Customers must directly access the mobile internet address (www.bankinter.com), the bankinter mobile app or click on the link appearing in the first SMS sent for these purposes by the Company. Customers with mobile phones without internet access must answer a second message, which be also sent by the Company, with the word VOTAR1 and the sum of two numbers from their coordinates card displayed in the same message. Non-customers may vote by sending a message to 217128 with the word JUNTA followed by a white space and the alphanumeric code shown in the attendance/proxy/remote voting card provided by the Company.

For technical reasons, the only option allowed for conferring proxies via internet is to confer the proxy upon the chairman, in which case the voting instructions shall be in favour of all proposed resolutions regarding all items on the agenda drawn up and approved by the board of directors. Only votes for the preceding motions may be cast via SMS.

The Company reserves the right to suspend the electronic proxy/remote voting mechanisms for technical or security reasons, informing shareholders, without prejudice to the validity of proxies already issued/remote votes already cast, and to the rights to attend and represent shareholders, as well as the right to ask shareholders for any additional means of identification it sees fit to guarantee the authenticity of the proxy or the vote. The Company shall not be held liable for any damages caused by overloads, breakdowns, line failures, connection failures or any similar events beyond its control that may temporarily prevent use of the electronic proxy and voting systems.

Proxies and remote votes issued using the card provided (public proxy solicitations) and received no later than one hour before the start of general meetings upon first call shall be admitted. Shareholders attending general meetings or their representatives may present, from one hour ahead of the meeting, their attendance cards or proxies at the shareholder register.

RIGHT TO INFORMATION:

Shareholders have until five days ahead of the date of the general meeting, or verbally at the meeting, to ask the board of directors for further information or explanations they deem pertinent in connection with the items on the meeting agenda, for public information the Company has disclosed to the CNMV since the previous general meeting, and the auditor's report. Shareholders wishing to exercise their right to information must do so by following the instructions provided on the corporate website: www.bankinter.com/webcorporativa.

From the date of this announcement, within the legal deadline, to the date of the general meeting, shareholders have the right to examine at Bankinter, S.A.'s registered office (Paseo de la Castellana 29, 28046 Madrid), consult on www.bankinter.com/webcorporativa, and request and receive free of charge the following documents:

- 1st. Annual financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and the notes to the financial statements), management report and the proposed distribution of earnings of Bankinter, S.A. of its consolidated group for 2019 and related auditor's reports, and the declaration of responsibility of directors stipulated in article 122 of the Spanish Securities Market Act (Ley del Mercado de Valores).
- 2nd. The non-financial statement included in the management report for the financial year ended 31 December 2019.
- 3rd. Motions submitted for each item on the general meeting agenda and supporting reports by the board of directors for each motion.

- 4th. Directors' remuneration policy for 2019, 2020 and 2021.
- 5th. Report by the remuneration committee on the proposed amendment to the remuneration policy for members of the board of directors, in accordance with article 529 novodecies of the Spanish Companies Act (Ley de Sociedades de Capital).
- 6th. Annual report on the remuneration of Bankinter, S.A. directors
- 7th. 2019 Annual Corporate Governance Report.
- 8th. 2019 Annual activity report of the Audit and Regulatory Compliance Committee.
- 9th. 2019 Annual activity report of the Appointments and Corporate Governance Committee.
- 10th. 2019 Annual activity report of the Remuneration Committee.
- 11th. 2019 Annual activity report of the Risk Committee.
- 12th. Procedure for the exercise of rights of information, attendance, proxy and remote voting by shareholders at the 2020 Annual General Meeting of Bankinter, S.A. 2020.
- 13th. Supporting report of the board of directors if required for agenda item 6.1 assessing the competence, experience and merits of the candidate proposed for appointment as member of the board of directors. This report shall include the candidate's curriculum in accordance with article 518 of the Spanish Companies Act.
- 14th. Any other statutory information regarding the Annual General Meeting.

The **Rules and Regulations of General Meetings of Shareholders** and the **procedure for exercising rights of information, attendance, proxy and remote voting** of shareholders at the 2020 Annual General Meeting of Bankinter, S.A. 2020, available on the corporate website, www.bankinter.com/webcorporativa, contain the rules applicable to the exercise of rights (including the right of information) of shareholders regarding general meetings. Also available on the corporate website are the Corporate Bylaws, the Rules and Regulations of the Board of Directors and the Company's other corporate governance rules and regulations.

ELECTRONIC SHAREHOLDERS FORUM:

In accordance with the Spanish Companies Act, Bankinter, S.A. has made the Electronic Shareholders Forum available on its corporate website to all shareholders to facilitate communication between them from the call to the day immediately before the date of the meeting. This forum is available to individual shareholders and shareholders which have formed groupings in accordance with the law. Duly registered shareholders may use the Forum to publish communications regarding:

- Motions they wish to add to the meeting agenda contained in announcements.
- Requests for other shareholders to back such motions.
- Initiatives to reach the percentage required to exercise a legally conferred minority right.
- Offers and requests for voluntary representation.

The rules governing how the Electronic Shareholders Forum is run shall be posted on the corporate website: www.bankinter.com/webcorporativa.

ADDITIONAL INFORMATION FOR SHAREHOLDERS

Shareholders wanting additional information on the Annual General Meeting or on attendance, proxies and remote voting, may visit the corporate website, www.bankinter.com/webcorporativa or contact:

- Shareholders Office:
(ofiaccionista@bankinter.com, tel. (34) 91 339 83 30 - 91 339 75 00 – 901 88 80 44.
- Communications Department:
(comunicacion@bankinter.com, tel. (34) 91 339 83 38 - 91 339 78 55.
- Investor Relations:
(investor_relations@bankinter.com, tel. (34) 91 436 71 06.
- or any Bankinter, S.A. branch or centre.

PROCESSING OF PERSONAL DATA:

Bankinter, as controller, shall process personal data sent by shareholders or provided by custodians to call and conduct the Annual General Meeting.

You may exercise your rights to access, rectification, erasure, objection, restriction of processing and data portability at any time, in the circumstances and within the scope set out in the applicable legislation currently in force. To exercise your rights, you may contact us through your regular branch, in writing to Bankinter, S.A. Operaciones-Protección de Datos. Calle Pico San Pedro, 1. Tres Cantos. Madrid. 28760, or via email:

privacidad@bankinter.com, attaching a copy of your national identity document or similar accrediting your identity to the request.

You can find additional information about how and why Bankinter processes your data at

https://webcorporativa.bankinter.com/stf/web_corporativa/accionistas_e_inversores/accionistas_y_accion/usted_primero/info-uso-datos-caracter-personal.pdf

VERIFICATION OF VOTE COUNTING:

As in previous years, the counting of votes by shareholders at the 2020 Annual General Meeting of Bankinter, S.A. in accordance with the **procedure for the exercise of the rights of information, attendance, proxy and remote voting** pursuant to this announcement shall be reviewed by an external audit firm other than the statutory auditor. The findings of this review shall be posted on the corporate website www.bankinter.com/webcorporativa.

ATTENDANCE OF A NOTARY:

The Board of Directors has resolved to request the attendance of a notary to take the meeting minutes in accordance with the Spanish Companies Act.

Planned date of the Annual General Meeting:

The Annual General Meeting is expected to be held at first call; i.e. on 19 March 2020, at the place and time stated above. Registration of attendance cards shall begin one hour before the scheduled start time of the meeting.

Madrid, 18 February 2020

Gloria Calvo Díaz

GENERAL SECRETARY AND SECRETARY OF THE BOARD OF DIRECTORS

Proposed resolutions

Bankinter, S.A. annual general meeting 2020

- 1st. Review and approval of the separate financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and the notes to the financial statements) and management report of Bankinter, S.A., and the consolidated financial statements and management report of the consolidated group for the financial year ended 31 December 2019.**

To approve the 2019 financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and the notes to the financial statements) and the management reports of BANKINTER, S.A. and BANKINTER Group, as authorised for issue by the board of directors of BANKINTER, S.A. at its meeting held on 20 February 2020, verified by the audit and regulatory compliance committee and audited by PricewaterhouseCoopers Auditores, S.L.

The separate financial statements have been prepared in accordance with the accounting policies and formats established by Banco de España. The consolidated statements comply with the International Financial Reporting Standards ("IFRS") and have also been prepared in accordance with the policies and formats established by Banco de España.

BANKINTER consolidated group reported profit before tax of 741,405 thousand euros and net profit of 550,665 thousand euros, up 2.8% and 4.6%, respectively, from 2018.

In the parent company's separate financial statements, profit before tax of Bankinter, S.A. in 2019 was 604,366 thousand euros and net attributable profit was 509,345 thousand euros.

2nd. Review and approval of the non-financial statement in accordance with Law 11/2018, of 28 December.

To approve the non-financial information included in the non-financial statement of the consolidated group's management report for the year ended 31 December 2019, in accordance with Law 11/2018, of 28 December amending, among others, article 49.5 of the Code of Commerce.

3rd. Review and approval of the board of directors' management and performance during the financial year ended 31 December 2019.

To approve the board of directors' management and performance in 2019.

4th. Review and approval of the proposed distribution of earnings and dividends for the financial year ended 31 December 2019.

To approve the proposal for the distribution of earnings Bankinter, S.A. for financial year 2019, in the amount of 509,345 thousand euros, as follows:

4.1 - The sum of 263,199 thousand euros shall be allocated to the payment of dividends. Of which:

- 175,441 thousand euros was paid before the date of the annual general meeting as interim dividends out of 2019 profit on 26 June 2019, 25 September 2019 and 27 December 2019 on approval by the board of directors at its meetings held on 19 June 2019, 18 September 2019 and 18 December 2018.
- 87,758 thousand euros (0.09764771 euros gross per share) will be paid as a final dividend on 26 March (the ex-date: 24/03/2020 and the record date: 25/03/2020).

Therefore, the total gross dividend for financial year 2019 is 0.29286115 euro per share.

4.2 - The remainder of Bankinter, S.A.'s 2019 profit, i.e. 246,146 thousand euros, is earmarked for the entity's voluntary reserves.

5th. Re-election of the auditor of the company and the consolidated group for 2020.

To re-elect, as the auditor of Bankinter, S.A. and its consolidated group for 2020, PricewaterhouseCoopers Auditores, S.L. with registered office at Torre PwC, Paseo de la Castellana 259 B, Madrid, tax ID number B-79031290, registered in Spain's Official Registry of Auditors under S-0242 and the Madrid Companies Registry on page 87250-1, folio 75, volume 9267, book 8054, section 3, pursuant to a proposal by the audit and regulatory compliance committee submitted to and approved by the board of directors.

6th. Appointment, re-election and establishment of the number of directors:

6.1 Appointment of Fernando José Francés Pons independent external director.

To appoint Fernando José Francés Pons, of legal age, married, a Spanish citizen, domiciled for these purposes at Paseo de la Castellana, 29, Madrid and holder of Tax Identification Number (TIN): 382.710-J, director of the bank for a four-year term.

Fernando José Francés Pons is appointed independent external director.

This proposal for the appointment of director is consistent with the proposal made to the board of directors by the appointments and corporate governance committee and based on the favourable report by the board of directors provided in article 529 decies of the Spanish Companies Act (Ley de Sociedades de Capital), and complies fully with the definition of independent director in that act. This report is available to shareholders since publication of the general meeting announcement.

6.2 Establishment of the number of directors.

To establish at eleven (11) the effective number of members of the board of directors within the limit set forth in article 25 of the corporate by-laws.

7th. Approval of the distribution in kind to shareholders of the entire share premium by delivering shares of Línea Directa Aseguradora (LDA), subject to pertinent regulatory authorisations.

Under article 41 of the corporate bylaws, to approve the distribution in kind of the entire share premium reserve of Bankinter, S.A. ("**Bankinter**"), totalling 1,184,265,000 euros, by delivering to its shareholders the shares representing approximately 82.6% of the share capital of its fully owned subsidiary Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros ("**Línea Directa Aseguradora**"), valuing this stake at the amount of 1,184,265,000 euros (corresponding to its estimated fair value on the market and which is not lower than the value of the stake on Bankinter's balance sheet on the date the resolution is passed). It is expressly noted that all the shares of Línea Directa Aseguradora are of the same class.

8th. Approval of a restricted capitalisation reserve pursuant to the provisions of section 25.1.b) of Law 27/2014 of 27 November on Corporate Income Tax.

To approve the formal funding and accounting recognition in 2019 of a capitalisation reserve in the amount of 27,274,497.14 euros, as a restricted reserve for a term of five years, to be kept fully separate and identified with a proper description pursuant to the provisions of article 25.1.b) of Law 27/2014 of 27 November on Corporate Income Tax.

9th. Authorisation for the board of directors, with express authority to delegate such power to the executive committee, for the derivative acquisition of treasury shares by the Company and/or its subsidiaries, under the terms and conditions established in applicable legislation, with express power to dispose of or redeem such shares through a reduction in the amount of share capital, cancelling the power delegated by the shareholders at previous general meetings to the extent of the unused amount.

- I. To authorise the board of directors, with express authority for substitution in favour of the executive committee, to carry out operations for the derivative acquisition of treasury shares, with any kind of consideration permitted in law, directly or through any of the subsidiaries comprising Bankinter Group, and to dispose of or redeem them subsequently, pursuant to article 146 and applicable articles of the Spanish Companies Act.

Acquisitions may be made at any time, and as many times as deemed appropriate and in any form or manner, including with a charge to profit for the year and/or to unrestricted reserves, within legal limits and pursuant to legal requirements.

The nominal value of the maximum number of shares to be acquired at any time, in addition to those already held by the company or its subsidiaries, may not exceed 10% of the Bank's share capital at any time or, where applicable, a higher figure that is legally permitted during the term of this authorisation, notwithstanding the scenarios stipulated in article 144 referred by article 509 of the Spanish Companies Act.

Any or all of the shares acquired by the Bank or its subsidiaries in use of this authorisation may be allocated to the company's directors and employees when there is a recognised right, directly or as a result of the exercise of options held by such persons, for the purposes described in the last paragraph of article 146.1 a) of the Spanish Companies Act.

The minimum price per share will be the par value, while the maximum price for purchase and sale transactions completed on an official secondary market will be up to 10 per cent above the market price of the shares at the time the transaction is executed or agreed. In the acquisition of treasury shares for compliance with obligations established in share option agreements, forward purchases and sales or similar agreements previously entered into by the company, including those covering convertible or exchangeable shares and debentures, or that are or must be delivered directly to directors or employees of the company, or that result from the exercise of option rights held thereby, the applicable price shall be that agreed to in the respective contract or agreement, on the understanding that the maximum price per share will be calculated in due consideration of the price on the day on which the transaction is agreed or carried out, as applicable.

The board of directors is authorised, with express authority to delegate such power to the executive committee, to approve a reduction in share capital in order to redeem the treasury shares and to set the terms and conditions and purpose of the capital reduction, agree to delist the shares, amend article 5 of the Corporate By-laws accordingly, and the board of directors is also authorised, with express authority to delegate such power to the executive committee, to modify the par value of the shares without increasing or reducing the amount of share capital.

This authorisation is valid for five years, and covers any treasury share transactions carried out within the scope of its terms.

- II. To render null and void the unused portion of the authorisation granted by the annual general meeting on 18 March (resolution eight) for the derivative acquisition of treasury shares, due to expiry of the term of validity of said authorisation.

10°. Resolutions on remuneration:

10.1 Approval of the amendment to the director remuneration policy.

In accordance with article 529 novodecies of the Spanish Companies Act, to approve the amendment of the Bankinter, S.A. director remuneration policy for 2019 to 2021, inclusive, in line with the reasoned proposal approved by the board of directors accompanied by the required report of the remuneration committee.

10.2 Approval of the delivery of shares to the executive directors for their executive duties, and to senior management as part of the annual variable remuneration accrued in 2019.

To approve, upon the terms set forth below and pursuant to article 219 of the Spanish Companies Act, the maximum number of Bankinter shares to be delivered to executive directors (two directors) and senior management (eight members) as part of the annual variable remuneration accrued in 2019.

The annual variable remuneration accrued in 2019 will be paid as follows:

- In the case of the chief executive officer:

- 40% of the annual variable remuneration will be paid in 2020, in halves and net of tax, in cash and in shares.
- The remaining 60% will be deferred in fifths and paid, where appropriate, in the following financial years (until financial year 2025). Every year, the amount will be paid net of taxes, with 60% paid in shares and 40% in cash.

- In the case of the vice-chairman and senior managers:

- 60% of the annual variable remuneration will be paid in 2020, in halves and net of tax, in cash and in shares.
- The remaining 40% will be deferred in fifths and paid, if applicable, in the following financial years (until financial year 2025). In each year, the corresponding amount will be paid, after taxes, half in cash and half in shares.

Application of the variable remuneration deferral clause	Chief executive officer		Vice-chairman and senior managers	
	40% Not deferred	60% Deferred (five years)	60% Not deferred	40% Deferred (five years)
Cash	50%	40%	50%	50%
Shares	50%	60%	50%	50%

Delivery of Bankinter shares as deferred and non-deferred annual variable remuneration shall be made at a share price of 6.44708 euros/share; i.e. the average quoted price of the Bankinter share at the close of business for the trading sessions between 2 January and 20 January 2020, both inclusive.

Deliveries of company shares will be made net of tax and according to the following schedule:

- The maximum number of Bankinter shares to be delivered to executive directors and senior managers for **non-deferred** variable remuneration accrued under the 2019 variable incentive is:
 - 9,905 Bankinter shares to the executive vice-chairman,
 - 9,704 Bankinter shares to be delivered to the Chief Executive Officer, and
 - 44,017 Bankinter shares to senior managers.

The delivery of Bankinter shares for the non-deferred portion of the variable remuneration accrued in 2019 will be carried out within 15 trading days following the date of approval by shareholders at the general meeting.

- The maximum number of Bankinter shares to be delivered to executive directors and senior managers for **deferred** variable remuneration accrued under the 2019 variable incentive is:
 - Chief executive officer:
 - 3,493 Bankinter shares will be delivered in the month of January 2021, corresponding to 1/5 of 60% of the deferred variable remuneration accrued by the variable incentive in 2019.
 - 3,493 Bankinter shares will be delivered in the month of January 2022, corresponding to 1/5 of 60% of the deferred variable remuneration

- accrued by the variable incentive in 2019.
 - 3,493 Bankinter shares will be delivered in the month of January 2023, corresponding to 1/5 of 60% of the deferred variable remuneration accrued by the variable incentive in 2019.
 - 3,493 Bankinter shares will be delivered in the month of January 2024, corresponding to 1/5 of 60% of the deferred variable remuneration accrued by the variable incentive in 2019.
 - 3,493 Bankinter shares will be delivered in the month of January 2025, corresponding to 1/5 of 60% of the deferred variable remuneration accrued by the variable incentive in 2019.
- Vice-chairman and senior managers (aggregated):
 - 1,176 Bankinter shares for the vice-chairman and 5,315 shares for senior managers (eight individuals) shall be delivered in January 2021, corresponding to 1/5 of 50% of the deferred variable remuneration accrued by the variable incentive in 2019.
 - 1,176 Bankinter shares for the vice-chairman and 5,315 shares for senior managers (eight individuals) shall be delivered in January 2022, corresponding to 1/5 of 50% of the deferred variable remuneration accrued by the variable incentive in 2019.
 - 1,176 Bankinter shares for the vice-chairman and 5,315 shares for senior managers (eight individuals) shall be delivered in January 2023, corresponding to 1/5 of 50% of the deferred variable remuneration accrued by the variable incentive in 2019.
 - 1,176 Bankinter shares for the vice-chairman and 5,315 shares for senior managers (eight individuals) shall be delivered in January 2024, corresponding to 1/5 of 50% of the deferred variable remuneration accrued by the variable incentive in 2019.
 - 1,176 Bankinter shares for the vice-chairman and 5,315 shares for senior managers (eight individuals) shall be delivered in January 2025, corresponding to 1/5 of 50% of the deferred variable remuneration accrued by the variable incentive in 2019.

Each year, the remuneration committee will assess whether any circumstances, risks or significant negative impacts arising in 2019 have affected the entity's

earnings or assets warranting a full or partial review of the shares ultimately to be delivered within each deadline.

The board of directors is authorised to modify and adjust the number of shares to be delivered on each of the aforementioned dates when an increase in capital in the form of a bonus share issue and/or with a charge to reserves, a split or reverse split of the outstanding shares, or any other corporate transaction of a similar nature or having similar effects has been carried out between the date of approval of this resolution and the date of delivery.

The board of directors and the executive committee are authorised to supplement this resolution as may be required for the implementation hereof and, specifically, to establish exceptional cases, independently of the provisions of the preceding paragraph, in which termination of a director's executive duties or membership of the board or termination of the special employment relationship binding any senior manager entails the loss of the right to receive any shares pending delivery on the scheduled dates.

The board of directors and the executive committee are authorised to supplement this resolution as may be required for the implementation hereof and, specifically, to establish exceptional cases, independently of the provisions of the preceding paragraph, in which termination of a director's executive duties or membership of the board or termination of the special employment relationship binding any senior manager entails the loss of the right to receive any shares pending delivery on the scheduled dates.

10.3 Approval of the maximum level of variable remuneration for certain staff whose professional activities have a material impact on the company's risk profile.

Pursuant to article 34.1 g) of Law 10/2014 of 26 June concerning the organisation, oversight and solvency of credit institutions, a proposal is made to approve the theoretical variable remuneration of the group of employees whose professional activities have a material impact on the Group's risk profile or who perform control duties and who are subject to the maximum level of variable remuneration of up to 200% of the fixed component of the total remuneration of such professionals, in accordance with the report of recommendations issued for these purposes by the board of directors of Bankinter, S.A. on 18 February 2020 and which has been made available to the shareholders since the date of call to this annual general meeting.

11th. Delegation of powers to the board of directors, including the power of substitution, to formalise, interpret, correct and execute the resolutions carried by the general meeting.

The board of directors is delegated, with express powers of substitution in favour of the executive committee, the broadest powers that may be required by law to interpret, correct, supplement and execute the resolutions adopted by shareholders at the general meeting and to delegate by substitution the powers granted by the shareholders.

Likewise, with respect to the filing of the annual accounts and the documents stipulated by the Regulations of the Companies Registry, authorisation is issued to the chairman of the board of directors, Pedro Guerrero Guerrero, the representative of the executive vice-chairman on the board of directors, Alfonso Botín Sanz de Sautuola y Naveda, the chief executive officer, María Dolores Dancausa Treviño, the general secretary and secretary to the board of directors, Gloria Calvo Díaz, so that any of them may take any action required to carry out such deposit, including the presentation of requests to the Companies Registry and the issue of any certificates, including the certification stipulated in article 279 of the Spanish Companies Act.

The chairman of the board of directors, the vice-chairman of the board of directors, the chief executive officer, the general secretary and secretary of the board of directors are authorised so that any of them may have the resolutions adopted by the shareholders at the general meeting executed in a public instrument and execute such public or private documents as may be required or appropriate to implement such resolutions, including the power to amend and correct the text thereof to the extent needed for such text to conform to the classification of the Companies Registry or of any administrative bodies or authorities.

Item submitted to a consultative vote:

12th. Annual report on the remuneration of directors pursuant to article 541 of the Spanish Companies Act.

To approve, with a consultative nature, the annual report on the remuneration of directors of Bankinter, S.A. approved by the board of directors on a recommendation by the remuneration committee under the terms laid down by law and Circular 4/2013, of 12 June, of the Spanish National Securities Market Commission (Comisión Nacional del Mercado de Valores) (as amended by Circular 2/2018, of 12 June, of the Spanish National Securities Market Commission). The

full text of this report has been made available to shareholders along with the rest of the general meeting documents on the date of call.